

RHODE ISLAND INDUSTRIAL FACILITIES CORPORATION

February 25, 2010

PUBLIC SESSION MINUTES

A meeting of the Board of Directors of the Rhode Island Industrial Facilities Corporation ("RIIFC") was held in public session at the offices of the Rhode Island Economic Development Corporation, 315 Iron Horse Way, Suite 101, Providence, Rhode Island on Thursday, February 25, 2010 beginning at approximately 9:00 a.m. pursuant to a Notice and Agenda duly posted and sent to all members.

Members present and attending the meeting were: Mr. Michael Kehew, Mr. David Piacitelli, Mr. William Parsons and Mr. Ronald Renaud. Mr. John Ward was not present. Also present and attending were Mr. J. Michael Saul, Deputy Director of the Rhode Island Economic Development Corporation ("RIEDC") for a portion of the Executive Session and the end of the Public Session only, Mr. Earl F. Queenan, Jr., Treasurer of RIIFC, Mr. Sean W. Esten, Secretary of RIIFC, Ms. Susan Morgan, Director of Accounting for RIEDC, Antonio Afonso, Jr., Esquire, Counsel to RIIFC and Ms. Carol J. Anguilla, Moses & Afonso, Ltd. Mr. David Piacitelli, Chairman of the Board called the meeting to order at 9:01 a.m.

ACCEPTANCE OF THE MINUTES OF DECEMBER 10, 2009

The first item to come before the Board was consideration of adoption of the Public Session Minutes and Executive Session Minutes of the Meeting of the Board of Directors held on December 10, 2009. A motion was made by Mr. Parsons to adopt the Minutes of December 10, 2009 as presented, which motion was seconded by Mr. Kehew. Following the motion and second, the motion to accept the Minutes was adopted as follows: Mr. Piacitelli - yes, Mr. Parsons – yes, Mr. Kehew – yes and Mr. Renaud – yes.

Mr. Renaud then made a motion to maintain as confidential the Executive Session Minutes of December 10, 2009, which motion was seconded by Mr. Parsons. There being no discussion on the motion, the motion was adopted as follows: Mr. Piacitelli - yes, Mr. Parsons – yes, Mr. Kehew – yes and Mr. Renaud – yes.

REVIEW OF THE INTERNALLY PREPARED FINANCIAL STATEMENTS FOR THE
PERIOD ENDING JANUARY 31, 2010

Following the vote to accept the December 10, 2009 minutes, Mr. Queenan presented the internally prepared financial statements for the period ending January 31, 2010. The Board reviewed the Financial Statements without discussion.

CONSIDERATION OF A RESOLUTION ADOPTING REGULATIONS WITH RESPECT TO
THE ISSUANCE OF RECOVERY ZONE FACILITY BONDS AUTHORIZED PURSUANT
TO THE AMERICAN RECOVERY AND REINVESTMENT ACT OF 2009

Mr. Afonso, as Counsel to RIIFC, presented a summary of the Resolution before the Board which would approve the adoption of certain Regulations with respect to the processing and issuance of recovery zone facility bonds authorized pursuant to the American Recovery and Reinvestment Act of 2009 (“ARRA”). Mr. Afonso explained that the draft Regulations before the Board had been reviewed by various parties including RIIFC staff, RIEDC staff, persons from the Governor’s office and RIIFC counsel. Mr. Afonso told the Board that several new types of tax-exempt and taxable financing had been developed under ARRA. One of the new subsets of bonds under ARRA is the Recovery Zone Facility Bonds. Mr. Afonso explained that for a window of one (1) year until January 1, 2011, there is the ability to do tax-exempt financing for virtually any commercial enterprise with certain minor exceptions. The project applications

must come before the RIIFC Board through the customary application process and must be closed prior to January 1, 2011. The Regulations cover the application process and the criteria that the Board will consider in deciding whether or not to grant a Recovery Zone Facility Bond. Mr. Afonso noted that the minimum bonding must be \$1 million or greater. The volume cap appropriated to the State for this program is a little over \$130 million allocated in the traditional way through the Public Finance Management Board.

In response to questions from the Board, Mr. Afonso answered that next steps would be to have a public hearing on the regulations and then respond to any comments from the public. Mr. Afonso answered questions regarding reporting, the nature of the evaluation of bond applications and the fees collected from approved applicants.

There being no further questions from the Board, a motion was made by Mr. Parsons to approve the Resolution adopting certain Regulations with respect to the processing and issuance of recovery zone facility bonds authorized pursuant to the ARRA as presented, which motion was seconded by Mr. Kehew. Following the motion and second, the motion to approve the Resolution attached hereto as Exhibit A and hereby made a part of these Minutes was adopted as follows: Mr. Piacitelli - yes, Mr. Parsons – yes, Mr. Kehew – yes and Mr. Renaud – yes.

FINAL RESOLUTION OF APPROVAL FOR THE ISSUANCE OF UP TO \$5,000,000 OF
TAX EXEMPT BONDS ON BEHALF OF PARMATECH-PROFORM CORPORATION AND
ATW 825 WATERMAN, LLC.

The next item to come before the Board was the consideration of a final Resolution authorizing the issuance of up to \$5,000,000 of tax exempt Bonds on behalf of Parmatech-Proform Corporation and ATW 825 Waterman, LLC (ATW 825 Waterman Avenue,

LLC/Parmatech-Proform Corporation Project -2010 Series) and authorizing and approving the execution and delivery of a lease agreement, assignment of lease agreement and pledged revenues, bond purchase agreement and other documents and matters in connection therewith.

Mr. Afonso outlined the proposed project at 825 Waterman Avenue in Providence which had been previously subject to an inducement resolution adopted by the Board of Directors in Executive Session on December 10, 2009. The proposed project involves the financing to purchase a 25,000 square foot manufacturing facility and the equipping of said facility. Such facility will be leased by ATW 825 Waterman Avenue, LLC as Obligor and subleased by Parmatech-Proform Corporation as Co-Obligor. RIIFC's right, title and interest in and to the lease and sublease will be assigned to Bank of America, N.A.

Following a motion by Mr. Renaud and a second thereof by Mr. Parsons, discussion ensued among the Board members relative to the project and the financing. Following the foregoing discussion, the Board voted to adopt the resolution attached hereto as Exhibit B and hereby made a part of these Minutes as follows: Mr. Piacitelli - yes, Mr. Parsons – yes, Mr. Kehew – yes and Mr. Renaud – yes.

OTHER BUSINESS

Mr. Piacitelli called for any other business to come before the Board. Mr. Queenan informed the Board of a conflict with the next regular scheduled Board meeting and therefore requested that the meeting be moved from March 25, 2010 to March 18, 2010. Mr. Piacitelli agreed to poll the Board for any conflicts with a March 18, 2010 Board meeting date. There was no other business offered by the Board members or RIIFC staff.

EXECUTIVE SESSION

Mr. Piacitelli then stated the need to have the meeting reconvene in Executive Session with respect to the applications of Capco Endurance, LLC/Capco Steel LLC and Calise & Sons Bakery, Inc., each requesting financing. Mr. Kehew made a motion that the meeting be reconvened in Executive Session pursuant to R.I.G.L. 42-46-5(a)(6) and (7). Mr. Renaud seconded Mr. Parsons' motion which motion was unanimously adopted as follows: Mr. Piacitelli - yes, Mr. Parsons – yes, Mr. Kehew – yes and Mr. Renaud – yes.

Public Session concluded and Executive Session was convened at 9:25 a.m.

ADJOURNMENT

The meeting was reconvened from Executive Session to Public Session at 9:45 a.m. Mr. Afonso presented a brief summary of the votes taken in Executive Session. Mr. Parsons made a motion to ratify the votes taken in Executive Session concerning the adoption of an Inducement Resolution on behalf of Capco Endurance, LLC and Capco Steel LLC and an Inducement Resolution on behalf of Calise & Sons Bakery, Inc., which motion was seconded by Mr. Kehew. Following the motion and second, the motion to ratify the votes as taken in Executive Session, was duly adopted as follows: Mr. Piacitelli - yes, Mr. Parsons – yes, Mr. Kehew – yes and Mr. Renaud – yes.

Mr. Parsons made a motion to adjourn the meeting. Mr. Renaud seconded Mr. Parsons' motion which was adopted as follows: Mr. Piacitelli - yes, Mr. Parsons – yes, Mr. Kehew – yes and Mr. Renaud – yes.

The meeting was adjourned at 9:46 a.m.

SECRETARY'S CERTIFICATE

I, Sean W. Esten, Secretary of the Rhode Island Industrial Facilities Corporation, hereby certify that attached hereto is a true and accurate copy of Minutes of the Meeting of the Board of Directors of the Rhode Island Industrial Facilities Corporation held on February 25, 2010. These Minutes were approved by the Board of Directors at the meeting held on April 22, 2010.

/s/ Sean W. Esten

Sean W. Esten, Secretary

EXHIBIT A

RESOLUTION RELATING TO THE ADOPTION OF REGULATIONS FOR THE PROCESSING AND ISSUANCE OF RECOVERY ZONE FACILITY BONDS AS AUTHORIZED BY THE AMERICAN RECOVERY AND REINVESTMENT ACT OF 2009

WHEREAS, the Rhode Island Industrial Facilities Corporation (the “Corporation”) is constituted a public corporation and public instrumentality in the State of Rhode Island (the “State”) pursuant to the provisions of Chapter 37.1 of Title 45 of the General Laws of Rhode Island (1956), as amended (the “Act”) and is authorized pursuant to the Act (i) to finance the acquisition, equipping and furnishing of one or more projects, including all real and personal property in connection therewith; and

WHEREAS, the Corporation, among other things, is authorized and empowered to issue its bonds under the Act for the benefit of “projects” as defined in the Act; and

WHEREAS, pursuant to the American Recovery and Reinvestment Act of 2009, the federal government has authorized, subject to certain conditions, the issuance of so-called Recovery Zone Facility Bonds; and

WHEREAS, the Corporation wishes to consider applications for the issuance of such bonds and to issue such bonds; and

NOW, THEREFORE, does the Corporation resolve as follows:

RESOLVED: To authorize, approve and adopt the Regulations in the form attached hereto as Exhibit A subject, however, to the taking of such steps as are necessary to the ultimate adoption of such Regulations including, but not limited to, procedures under the Administrative Procedures Act of the State of Rhode Island; and

FURTHER

RESOLVED: The Executive Director or Treasurer, acting singly be, and each hereby is, authorized and empowered to take such steps and to execute such instruments, papers or documents as are necessary or desirable to carry out the intents and purposes of this Resolution.

Effective: February 25, 2010

REGULATIONS OF THE
RHODE ISLAND INDUSTRIAL
FACILITIES CORPORATION

FOR THE

CONSIDERATION AND ADMINISTRATION
OF RECOVERY ZONE FACILITY BONDS
AUTHORIZED UNDER THE AMERICAN
RECOVERY AND REINVESTMENT ACT OF 2009

REGULATIONS OF THE RHODE ISLAND INDUSTRIAL FACILITIES
CORPORATION FOR THE CONSIDERATION AND ADMINISTRATION OF
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REGULATIONS OF THE RHODE ISLAND INDUSTRIAL FACILITIES
CORPORATION FOR THE CONSIDERATION AND ADMINISTRATION OF
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Article I – General Provisions

Section 1.1 Introduction.

Rhode Island General Laws §45-37.1-5 grants the Corporation the power to “do any and all things necessary or convenient to carry out its purposes and exercise the powers given and granted in this Chapter.”

The purpose of these Regulations is to set forth the requirements for consideration, processing and issuance of so-called Recovery Zone Facility Bonds authorized under the American Recovery and Reinvestment Act of 2009, PUB. L. No. 111-5, 123 Stat. 115 (2009) (“ARRA”). Recovery Zone Facility Bonds may be used to finance certain “recovery zone property” as described in ARRA and generally for use within designated “recovery zones” as set forth in ARRA and as designated under Rhode Island law. The Rhode Island Industrial Facilities Corporation Act set forth in Chapter 37.1 of Title 45 of the Rhode Island General Laws and thereafter, designates the Corporation to undertake “Projects” as set forth in the Act. The Corporation agrees to undertake consideration of applications for Recovery Zone Facility Bonds and where appropriate and authorized under state and federal law to issue Recovery Zone Facility Bonds for Projects. The Corporation’s usual application and other fees as established by the Corporation from time to time shall be applicable to Recovery Zone Facility Bonds applications and to issuance of Recovery Zone Facility Bonds. These Regulations will govern the consideration of applications, the processing of applications and other subject matter as further set forth herein.

Section 1.2 Definitions.

“Act” shall mean the Rhode Island Industrial Facilities Corporation Act as defined in §45-37.1-2 of the Rhode island General Laws.

“ARRA” shall have the meaning ascribed to it in Section 1.1 hereof.

“Corporation” shall mean the Rhode Island Industrial Facilities Corporation.

“Project(s)” shall be as defined in Section 45-37.1-3(5) of the Rhode Island General Laws.

“Recovery Zone Facility Bonds” shall have the meaning set forth in Section 1400U-3 of the Internal Revenue Code of 1986, as amended.

Section 1.3 Application of Regulations.

These Regulations shall apply to the consideration and processing of requests for financing involving the issuance by the Corporation of Recovery Zone Facility Bonds as authorized under ARRA.

Article II – Criteria for Evaluation of Applications for Recovery Zone Facility Bonds

Section 2.1 General Policy.

The Corporation shall consider and process applications for the issuance of Recovery Zone Facility Bonds giving appropriate consideration to the requirements of state and federal law and any restrictions imposed on such Bonds thereby. In considering and processing applications for Recovery Zone Facility Bonds it shall be the policy of the Corporation to issue such Bonds to further economic development of the State of Rhode Island and to promote and encourage employment and the health and welfare of the citizens of the state of Rhode Island. The specific criteria for consideration of such requests for bond issuance shall be as set forth in these Regulations and in the Act.

Section 2.2 Recovery Zone Facility Bonds.

Applications must demonstrate that bonds issued pursuant to the application will qualify as Recovery Zone Facility Bonds if the bonds receive an allocation of recovery zone facility bond limitation from the Rhode Island Public Finance Management Board and are designated as Recovery Zone Facility Bonds by the Corporation.

The following extract from the Internal Revenue Code defines Recovery Zone Facility Bonds as of the date of these regulations; however, applicants should be aware that they must also comply with any amendments to ARRA and with any regulations or rulings adopted by the United States Department of the Treasury or the Internal Revenue Service:

Section 1400U-3. Recovery Zone Facility Bonds.

(b) Recovery zone facility bond.

(1) In General.

For purposes of this section, the term “recovery zone facility bond” means any bond issued as part of an issue if

- (A) 95 percent or more of the net proceeds (as defined in section 150(a)(3)) of such issue are to be used for recovery zone property,

- (B) such bond is issued before January 1, 2011, and
- (C) the issuer designates such bond for purposes of this section.

(2) Limitation on amount of bonds designated.

The maximum aggregate face amount of bonds which may be designated by any issuer under paragraph (1) shall not exceed the amount of recovery zone facility bond limitation allocated to such issuer under section 1400U-1.

(c) Recovery zone property.

(1) In general.

The term “recovery zone property” means any property to which section 168 applies (or would apply but for section 179) if

- (A) such property was constructed, reconstructed, renovated, or acquired by purchase (as defined in section 179(d)(2)) by the taxpayer after the date on which the designation of the recovery zone took effect,
- (B) the original use of which in the recovery zone commences with the taxpayer, and
- (C) substantially all of the use of which is in the recovery zone and is in the active conduct of a qualified business by the taxpayer in such zone.

(2) Qualified business.

The term “qualified business” means any trade or business except that

- (A) the rental to others of real property located in a recovery zone shall be treated as a qualified business only if the property is not residential rental property (as defined in section 168(d)(2)), and
- (B) such term shall not include any trade or business consisting of the operation of any facility described in section 144(c)(6)(B).

(3) Special rules for substantial renovations and sale-leaseback.

Rules similar to the rules of subsections (a)(2) and (b) of section 1397D shall apply for purposes of this subsection.

Section 2.3 Application of Specific Criteria.

In consideration of and processing of applications for Recovery Zone Facility Bonds the following criteria shall be considered by the Corporation:

(i) Employment. Due consideration shall be given to the type of employment provided, the number of new persons to be employed as a consequence of financing the Project through the issuance of Recovery Zone Facility Bonds as well as the average compensation and wages paid and benefits provided in connection with such employment. In addition the rapidity with which the applicant Projects reach employment goals shall be considered by the Corporation in its evaluation;

(ii) Income and Payroll Taxes. Due and favorable consideration shall be given to applications which positively impact the collection by the State of Rhode Island of income and payroll taxes. In this regard, higher employment and employment of longer duration which will sustain the collection and payment of payroll and income taxes should be considered more favorably than lower wage employment and employment of shorter duration. To the extent possible, any identification of the geographic sources for the staffing of identified jobs shall be given favorable consideration to the extent such geographic sources are within the boundaries of the State of Rhode Island;

(iii) Property Tax Impacts. Favorable consideration shall be given to the extent of positive impact on the property tax base of the municipality in which the proposed Project shall be located. Those Projects which afford an impact greater than other Projects in terms of property tax revenues shall be more favorably considered;

(iv) Status of Permitting. Those applications for Projects for which necessary governmental approvals and permitting are completed and therefore are ready to commence shall be more favorably considered than Projects whose permitting and governmental approvals are not yet completed. Favorable consideration shall be given to Projects whose permitting is more advanced relative to Projects whose permitting is in earlier or lesser stages of advancement; and

(v) Infrastructure Requirements. Greater or more favorable consideration shall be granted to consideration of applications for Projects whose infrastructure requirements are complete or near completion as opposed to Projects the infrastructure requirements for which are incomplete or in preliminary stages of completion. Reference to infrastructure herein shall refer to power utilities, water utilities, sewer and other necessary public utilities for commencement and operation of the Project.

(vi) Minimum Bond Amount. Consideration shall not be granted to applications for financing under these regulations of less than One Million and 00/100 Dollars (\$1,000,000.00).

Section 2.4 Form of Application.

Requests for financing of the Corporation through the issuance of Recovery Zone Facility Bonds shall be initiated through the standard Corporation application as amended by the Corporation from time to time. In order to be considered for approval, such applications must be completed in accordance with the requirements thereof.

Article III – Time for Submissions

Section 3.1 Dates for Submissions of Applications.

There shall be two time periods designated for the acceptance of applications hereinafter set forth as “Phase One” and “Phase Two”. The initial time period for submission of applications for the issuance of Recovery Zone Facility Bonds shall be no later than May 31, 2010 (“Phase One”). Applications submitted during the Phase One time period shall be considered by the Corporation at its meeting held in June of 2010. Such applications will be considered under the Regulations set forth herein. The Corporation shall coordinate with the State of Rhode Island Public Finance Management Board or other appropriate state agency empowered under the laws of the State of Rhode Island and federal law to allocate volume cap for such bonds.

Following the Corporation’s June 2010 Board meeting and following the allocation of volume cap by the Public Finance Management Board or other appropriate state agency as from time to time designated by the laws of the State of Rhode Island and federal law for such purpose, the Corporation shall determine what, if any, volume cap for the issuance of Recovery Zone Facility Bonds remains unallocated. Giving due consideration to the remaining amount of volume cap which is unallocated together with these Regulations, the Corporation shall consider applications for Recovery Zone Facility Bonds during the Phase Two period as hereinafter defined. Phase Two shall be that period which expires and for which applications must be submitted no later than July 31, 2010. Such Phase Two applications shall be considered by the Corporation’s board at its meeting in August of 2010. Any such applications which are approved for the Phase Two period shall then be appropriately coordinated by the Corporation with the Public Finance Management Board or other appropriate agency to allocate volume cap as soon thereafter the August meeting of the Corporation as possible.

Any applications received by the Corporation after the elapse of the Phase Two period shall only be considered to the extent of any unallocated volume cap then remaining for the issuance of Recovery Zone Facility Bonds and in the context of the likelihood that such bonds may be issued prior to the deadline imposed for the issuance of such bonds by federal law (currently prior to January 1, 2011).

Section 3.2 Criteria for Expedited Processing.

For good cause shown, the Corporation may consider, approve and issue applications for Recovery Zone Facility Bonds in advance of the time periods set forth in this Article III. As used herein, “for good cause” shall mean the following:

(i) the substantial possibility that failure to consider, and approve the application on an expedited basis may result in the failure of the proposed Project and the consequent loss of potential employment associated therewith; or

(ii) the substantial possibility that expedited consideration would increase the amount and/or quality of employment generated by the Project as opposed to processing the application within the timelines otherwise set forth in these Regulations; or

(iii) the substantial possibility that costs associated with the development of the Project will be significantly reduced and, accordingly, the Project will have an increased likelihood of success as a consequence thereof by means of expedited processing.

Article IV – Effective Date

Section 4.1 Effective Date.

These regulations shall become effective 20 days following the date they are filed with the Secretary of State of the State of Rhode Island.

EXHIBIT B

RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF UP TO
\$5,000,000 INDUSTRIAL DEVELOPMENT REVENUE BONDS
(ATW 825 WATERMAN AVENUE, LLC/PARMATECH-PROFORM
CORPORATION PROJECT – 2010 SERIES) OF THE RHODE ISLAND
INDUSTRIAL FACILITIES CORPORATION AND AUTHORIZING AND
APPROVING THE EXECUTION AND
DELIVERY OF A LEASE AGREEMENT, ASSIGNMENT OF LEASE
AGREEMENT AND PLEDGED REVENUES, BOND PURCHASE AGREEMENT
AND OTHER DOCUMENTS AND MATTERS IN CONNECTION THEREWITH

WHEREAS, the Rhode Island Industrial Facilities Corporation (the "Issuer") was constituted a public corporation and public instrumentality of the State of Rhode Island (the "State") pursuant to the provisions of Chapter 37.1 of Title 45 of the General Laws of Rhode Island (1956), as amended (the "Act") and is authorized pursuant to the Act (i) to finance the acquisition, equipping and furnishing of one or more projects, including all real and personal property in connection therewith, (ii) to execute agreements of lease, conditional sales contracts, installment sales contracts, loan agreements, mortgages, construction contracts, operation contracts and other contracts and instruments entered into to finance its projects, (iii) to sell, exchange, mortgage, donate and convey any and all of its properties whenever such action is found to be in furtherance of the purposes for which the Issuer was established, and (iv) to issue its bonds and notes and to mortgage and pledge any of its projects or parts thereof as security for such bonds; and

WHEREAS, the Issuer proposes to finance the furnishing and equipping of real property leased or to be leased by ATW 825 Waterman Avenue, LLC ("Obligor") and subleased to Parmatech-Proform Corporation ("Co-Obligor") at 825 Waterman Avenue, East Providence, Rhode Island including, but not limited to, new equipment for

the benefit of Co-Obligor, including, but not limited to equipment to be used by the Co-Obligor in Co-Obligor's manufacturing operations and for costs associated with bond issuance (such leasing, furnishing, equipping and incurring of costs in connection therewith is referred to herein as the "Project") which will be leased to Obligor and Co-Obligor pursuant to a Lease Agreement dated April __, 2010 (the "Lease") and a Sublease dated April __, 2010 (the "Sublease"); and

WHEREAS, the financing of the Project is authorized under the Act; and

WHEREAS, in order to finance the cost of such Project, the Issuer intends to issue its Industrial Development Revenue Bonds (ATW 825 Waterman Avenue, LLC/Parmatech-Proform Corporation Project – 2010 Series) in the principal amount of up to \$5,000,000 (the "Bonds") pursuant to the Act; and

WHEREAS, the Issuer's right, title and interest in and to the Lease and the Sublease, including the Lease and Sublease themselves, will be assigned to Bank of America, N.A. or, with the written consent of Issuer, its designee (the "Original Purchaser") pursuant to the Assignment of Lease Agreement and Revenues (the "Assignment") dated April __, 2010 to be entered into with the Original Purchaser; and

WHEREAS, to secure the Obligor's and Co-Obligor's payments under the Lease and Sublease the Issuer, the Obligor and the Co-Obligor will grant a security interest in the Project to the Original Purchaser pursuant to a Security Agreement dated April __, 2010 (the "Security Agreement"); and

WHEREAS, the Obligor and Co-Obligor have submitted to the Issuer and the Original Purchaser financial and various other materials in order to enable the Issuer

to make the findings set forth in Section 13 of the Act prior to the issuance of the Bonds;
and

WHEREAS, the Issuer is now desirous of proceeding with the financing
of the furnishing and equipping of the Project; and

WHEREAS, the Original Purchaser has submitted to the Issuer a proposal
to purchase the Bonds pursuant to a Bond Purchase Agreement dated April __, 2010
(the "Bond Purchase Agreement") to be by and among the Issuer, the Obligor, the Co-
Obligor and the Original Purchaser; and

WHEREAS, there will be prepared in the traditional form, the following
documents:

- (a) the Bill of Sale for Equipment;
- (b) the Deed for conveyance of the real property at 825 Waterman
Avenue, East Providence, Rhode Island;
- (c) the Lease;
- (d) the Sublease;
- (e) the Bond Purchase Agreement;
- (f) the Bonds;
- (g) the Assignment; and
- (h) the Security Agreement.

NOW, THEREFORE, BE IT RESOLVED BY THE RHODE ISLAND
INDUSTRIAL FACILITIES CORPORATION AS FOLLOWS:

SECTION 1. It is hereby found and determined that

(a) The acquisition of the Project will eliminate or prevent unemployment, either in whole or in part, in the area in which the Project is to be located; and

(b) The Project is consistent with the definition of "Project" as defined in Section 45-37.1-3 of the Rhode Island General Laws; and

(c) The Project will be leased to the Obligor and Co-Obligor and/or subleased to Co-Obligor, financially responsible entities; and

(d) Adequate provision has been or will be made in the Leases, when executed, for the payment of the cost of the acquisition, construction and equipping of the Project and that, under no circumstances, will the State or any municipality or any political subdivision of the State be obligated, directly or indirectly, for the payment of the principal of, premium, if any, or interest on, any obligation issued to finance such acquisition, construction and equipping; and

(e) Adequate provision has been or will be made in the Lease and Sublease and other financing agreements related to the Project when executed, for the payment of all costs of operation, maintenance, and upkeep of the Project by the Obligor and Co-Obligor so that under no circumstances will the State or any municipality or any political subdivision of the State be obligated, directly or indirectly, for the payment of such costs; and

(f) The acquisition of the Project and the proposed financing, operation and use of the Project will aid in the development, growth and prosperity of the State and the municipality in which the Project is located.

SECTION 2. To accomplish the purposes of the Act, the Issuer hereby determines that the Project shall be furnished, equipped and installed in the City of East Providence, Rhode Island.

SECTION 3. To accomplish the purposes of the Act and to provide for the financing of the cost of the Project, the issuance of the Bonds is hereby authorized, subject to the provisions of this Resolution, the Lease and the Sublease. The Bonds shall be dated as provided in the Lease and Sublease, shall be in a principal amount not to exceed \$5,000,000 and shall be issued as a fully registered bond. The Bonds shall mature, bear interest at the Interest Rate as calculated in the Bonds, be subject to redemption prior to maturity and bear such other terms as set forth in the Bonds. The form of the Bonds and the provisions for signatures, authentication, payment, prepayment and number shall be as set forth in Exhibit A to the Bond Purchase Agreement.

SECTION 4. The Bonds shall be special obligations of the Issuer payable solely from the revenues or other receipts, funds or moneys of the Issuer pledged therefor under the Lease, the Sublease and the Assignment and the Issuer's faith and credit is pledged only to such extent. The payment of the principal of, interest and premium, if any, on the Bonds, shall be secured by an assignment of certain rights, title and interest of the Issuer in and to the Lease and Sublease pursuant to the Assignment. Neither the State nor any municipality thereof (other than the Issuer as hereinabove set forth) shall be obligated to pay the principal of, premium, if any, or interest on the Bonds.

Neither the faith and credit nor the taxing power of the State or any municipality thereof shall be pledged to the payment of the principal of, premium, if any, or interest on the Bonds.

SECTION 5. The Issuer is hereby authorized to accept the conveyance and transfer of the Project in accordance with the terms of the Deed and the Lease hereinafter authorized.

SECTION 6. The execution and delivery of the Lease are hereby authorized. The Lease shall be in substantially the form presented at this meeting. The Executive Director, Chairman of the Board of the Corporation or the Treasurer of the Issuer are each, acting singly, hereby authorized to execute, acknowledge and deliver the Lease with such changes, insertions and omissions as may be approved by said Executive Director, Chairman of the Board of the Corporation or Treasurer, and the Secretary or the Assistant Secretary of the Issuer are each hereby authorized to affix the seal of the Issuer on the Lease and to attach the same. The execution of the Lease by said Executive Director, Chairman of the Board of the Corporation or Treasurer shall be conclusive evidence of such approval.

SECTION 7. The execution and delivery of the Assignment are hereby authorized. The Assignment shall be in substantially the form presented at this meeting. The Executive Director, Chairman of the Board of the Corporation or the Treasurer of the Issuer are each, acting singly, hereby authorized to execute, acknowledge and deliver the Assignment with such changes, insertions and omissions as may be approved by said Executive Director, Chairman of the Board of the Corporation or Treasurer, and the Secretary or the Assistant Secretary of the Issuer are each hereby authorized to affix the seal of the Issuer on the Assignment and attest the same. The execution of the Assignment by said Executive Director, Chairman of the Board of the Corporation or Treasurer shall be conclusive evidence of such approval.

SECTION 8. The execution and delivery of the Security Agreement are hereby authorized. The Security Agreement shall be substantially in the form as may be approved by the Executive Director, Chairman of the Board of the Corporation or the Treasurer of the Issuer. The Executive Director, Chairman of the Board of the Corporation or the Treasurer of the Issuer are each, acting singly, hereby authorized to execute, acknowledge and deliver the Security Agreement with such changes, insertions and omissions as may be approved by said Executive Director, Chairman of the Board of the Corporation or Treasurer, and the Secretary or the Assistant Secretary of the Issuer are each hereby authorized to affix the seal of the Issuer on the Security Agreement and attest the same. The execution of the Security Agreement by said Executive Director, Chairman of the Board of the Corporation or Treasurer shall be conclusive evidence of such approval.

SECTION 9. The Bonds are hereby authorized to be sold as provided in the Bond Purchase Agreement. The Executive Director, Chairman of the Board of the Corporation or the Treasurer of the Issuer are each, acting singly, hereby authorized to reduce the principal amount of the Bonds to be sold and to alter the maturity dates and prepayment provisions and to alter terms of the Bonds to make the Bonds conform to the Bond Purchase Agreement as the same may be amended by the parties thereto.

SECTION 10. The execution and delivery of the Bond Purchase Agreement are hereby authorized. The Bond Purchase Agreement shall be in substantially the form as may be approved by the Executive Director, Chairman of the Board of the Corporation or the Treasurer of the Issuer. The Executive Director, Chairman of the Board of the Corporation or the Treasurer of the Issuer are each, acting

singly, hereby authorized to execute, acknowledge, and deliver the Bond Purchase Agreement with such changes, insertions, and omissions as may be approved by said Executive Director, Chairman of the Board of the Corporation or Treasurer, and the Secretary or the Assistant Secretary of the Issuer are each, acting singly, hereby authorized to affix the seal of the Issuer on said Bond Purchase Agreement, if necessary, and attest the same. The execution of the Bond Purchase Agreement by said Executive Director, Chairman of the Board of the Corporation or Treasurer shall be conclusive evidence of such approval.

SECTION 11. The Bonds shall be executed in the manner provided in the Bond form and the same shall be delivered to the Original Purchaser.

SECTION 12. All covenants, stipulations, obligations and agreements of the Issuer contained in this Resolution, the Lease, the Bond Purchase Agreement, the Assignment, and the Security Agreement shall be deemed to be the covenants, stipulations, obligations and agreements of the Issuer to the full extent authorized or permitted by law, and such covenants, stipulations, obligations and agreements shall be transferred by and in accordance with law. Except as otherwise provided in this Resolution, all rights, powers and privileges conferred and duties and liabilities imposed upon the Issuer or the members thereof by the provisions of this Resolution, the Lease, the Bond Purchase Agreement, the Assignment, and the Security Agreement shall be exercised or performed by the Issuer or by such members, officers, board or body as may be required by law to exercise such powers and to perform such duties.

SECTION 13. The proper officers of the Issuer are hereby further directed to proceed to cause the proceeds of the sale of the Bonds to be disbursed as provided in the Lease for the financing of the acquisition of the Project.

SECTION 14. The Issuer hereby consents to the execution and delivery of such other documents and instruments necessary or desirable for the implementation of the purposes of this resolution or in connection with the issuance of the Bonds. The Issuer hereby consents to revisions and amendments to the documents referenced herein to the extent such do not substantially alter any of the foregoing and such would not be adverse to the interests of the Issuer and provided further that the Executive Director, Chairman of the Board of the Corporation or the Treasurer, acting singly, be and each hereby is authorized and empowered to execute and deliver such documents or instruments in accordance with this Section.

SECTION 15. This Resolution shall take effect upon passage.

DATED: February 25, 2010